FORM D UNITED STATES SECURITIES AND EXCHANGE COMMIT	OMB APPROVAL SSTON OMB Number: 3235-0076	Comment: HELP ITEMS (1) Use the "Add Section A Page" or "Add Section B Page" button to add another
Washington, D.C. 20549 FORM D. APR	Estimated average burden hours per response 1	fill-in page. Position your cursor at the end of the original Section A or Section B page and click appropriate button. Use the F11 key to advance to the next field
NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR \mathcal{O} UNIFORM LIMITED OFFERING EXEMI	55 SE Preix Serial	while working in the new page. Note: Complete entire document first before working on additional pages. (2)This document will automatically unprotect after you press TAB to exit the last field in the document. This will allow you to edit and soell check the
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Issuance of Senior Secured Convertible Promissory Notes Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6) ULOE	entire document. Do not turn protect mode back on (3)Once the document is unprotected, you can check or uncheck a box by double
Type of Filing: New Filing Amendment		clicking the box, then selecting Checked or Not checked from the Form Field dialog box.
A. BASIC IDENTIFICATION DATA		ulalog ook.
 Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Ventaso, Inc. 		
Address of Executive Offices (Number and Street, City, State, Zip Code) 303 Second Street Suite 325, San Francisco, CA 94107	Telephone Number (Including Area Code) (415) 421-2390	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)	03056820
Brief Description of Business Web-based system that helps companies create, manage and deliver customer-centric sales messa	ges, documents and coaching	
Type of Business Organization Corporation Iimited partnership, already formed		
	er (please specify):	
	Actual Estimated	PROCESSED
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for CN for Canada; FN for other foreign jurisdiction)	C A	APR 23 2003
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.	THOMSON FINANCIAL
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. At Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or due, on the date it was mailed by United States registered or certified mail to that address of the date it was mailed by United States registered or certified mail to that address.		•
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signocopies of the manually signed copy or bear typed or printed signatures.	gned. Any copies not manually signed must be	
Information Required: A new filing must contain all information requested. Amendments need only report the information requested in Part C, and any material changes from the information previously supplied in Part with the SEC.		
Filing Fee. There is no federal filing fee. State:		
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrate. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the probe filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of	rator in each state where sales are to be, or have been per amount shall accompany this form. This notice shall	

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

_ ATTENTION_

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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SEC 1972 (2-97) Page 1 of 10

	A	. BASIC ID	ENTI	FICATION DATA				
Enter the information requested f Each promoter of the issuer, i Each beneficial owner having Each executive officer and di Each general and managing p	If the issuer has been the power to vote of rector of corporate is	r dispose, or direct the suers and of corporat	e vote	or disposition of, 10%				
Check Box(es) that Apply: P	romoter 🔲	Beneficial Owner		Executive Officer	\boxtimes	Director		General and/or Managing Partner
Full Name (Last name first, if individu	ıal)							
Binch, William								
Business or Residence Address (Numb	per and Street, City	, State, Zip Code)						
83 Hollins Drive, Santa Cruz, CA 95	5060							
Check Box(es) that Apply: P	romoter	Beneficial Owner		Executive Officer	☒	Director		General and/or Managing Partner
Full Name (Last name first, if individu	ial)							
Guleri, Tim								
Business or Residence Address (Numb	•	= '						
2884 Sand Hill Road, Suite 100, Mer			_		_			
Check Box(es) that Apply:	romoter	Beneficial Owner		Executive Officer	⊠ 	Director		General and/or Managing Partner
Full Name (Last name first, if individu	al)							
Still Jr., George								
Business or Residence Address (Numb								
525 University Avenue, Suite 800, Pa					_			
Check Box(es) that Apply: Pr	romoter	Beneficial Owner	∐ ——	Executive Officer	⊠ 	Director		General and/or Managing Partner
Full Name (Last name first, if individu	al)							
Thygesen, Allan								
Business or Residence Address (Numb	-	-						
600 Montgomery Street, 39th Floor, 5	San Francisco, CA							
Check Box(es) that Apply:	romoter	Beneficial Owner	⊠	Executive Officer	⊠ ——	Director		General and/or Managing Partner
Full Name (Last name first, if individu	al)							
Atherton, Susan								
Business or Residence Address (Numb	· · ·							
303 Second Street, Suite 325, San Fra				 				
Check Box(es) that Apply: Pr	romoter	Beneficial Owner	⊠ ——	Executive Officer	<u>u</u>	Director		General and/or Managing Partner
Full Name (Last name first, if individual	al)							
Brondum, Per								
Business or Residence Address (Numb								
303 Second Street, Suite 325, San Fra					_			
Check Box(es) that Apply: Pr	omoter	Beneficial Owner	⊠ 	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if individua	al)						_	
Ferrie, Mark								· · · · · · · · · · · · · · · · · · ·
Business or Residence Address (Numb	er and Street, City,	State, Zip Code)						
303 Second Street, Suite 325, San Fra	ncisco, CA 94107							
	(Use blank sheet,	or copy and use addi	tional	copies of this sheet,	as ne	cessary)		

Check Box(es) that Apply:		Promoter	\boxtimes	Beneficial Owner	\boxtimes	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	ridual)								
Kelman, Ariel										
Business or Residence Addre	ss (Nu	imber and Stree	et, City	, State, Zip Code)						
303 Second Street, Suite 32	5, San	Francisco, CA	9410	7						
Check Box(es) that Apply:		Promoter		Beneficial Owner	\boxtimes	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	idual)								
Murphy, Bob										
Business or Residence Addre	ss (Nu	ımber and Stree	et, City	, State, Zip Code)						
303 Second Street, Suite 325	5, San	Francisco, CA	9410	7			_			
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	findiv	idual)								
Riesterer, Tim										
Business or Residence Addre	ss (Nu	mber and Stree	t, City	, State, Zip Code)						
303 Second Street, Suite 325	s, San	Francisco, CA	9410	7						
Check Box(es) that Apply:		Promoter		Beneficial Owner	Ø	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it Silverberg, Rob	findiv	idual)								
Business or Residence Addre	ss (Nu	mber and Stree	t. City	, State, Zip Code)						
303 Second Street, Suite 325	•									
Check Box(es) that Apply:	$\overline{\Box}$	Promoter	Ø	Beneficial Owner	П	Executive Officer	П	Director	П	General and/or
					_					Managing Partner
Full Name (Last name first, if Portney, Gary S.	indiv	idual)								
Business or Residence Addres	s (Nu	mber and Stree	t, City	, State, Zip Code)						
121 Beaumont Avenue, San										
Check Box(es) that Apply:		Promoter	Ø	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if Sommers, Corey	indivi	idual)								
Business or Residence Addres	s (Nu	mber and Street	t, Citv.	, State, Zip Code)						· · · · · · · · · · · · · · · · · · ·
10895 E. Peak View Road, S										
Check Box(es) that Apply:		Promoter	\boxtimes	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)								
Funds affiliated with Carlyle		,								
Business or Residence Addres	s (Nu	mber and Street	t, City,	, State, Zip Code)						
600 Montgomery Steet, 39th			-	•						
Check Box(es) that Apply:		Promoter	×	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)								
Funds affiliated with Integra										
Business or Residence Addres			t, Citv.	State, Zip Code)						
2750 Sand Hill Road, Menlo			,, 1							
										

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Norwest Venture Partners	VII, LP				
Business or Residence Addre	ss (Number and Stree	et, City, State, Zip Code)			
525 University Avenue, Sui	te 800, Palo Alto, CA	94301			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Funds affiliated with Sierra	Ventures				
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
2884 Sand Hill Road, Suite	100, Menlo Park, C	A 94025			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, in	f individual)				
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, in	findividual)				
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	ss (Number and Stree	t, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Street	t, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Parmer
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Street	, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	_			
Business or Residence Addres	s (Number and Street	, City, State, Zip Code)			

				В,	INFOR	RMATION	ABOUT O	FFERING	and the second	and the	High trans	<u> </u>
I. Ha	s the issuer sold.	or does the	issuer intend				-	7under ULO E			Yes	No ⊠
2. Wh	hat is the minim	ım investmer	t that will be	accepted fr	om any îndiv	idual?		.,			\$	None
3. Do	es the offering p	ermit joint o	wnership of a	single unit	?						Yes ⊠	No □
ren per tha	ter the information nuneration for so rson or agent of a in five (5) person aler only.	licitation of p broker or de	ourchasers in aler registered	connection v d with the SI	with sales of s EC and/or wit	ecurities in t h a state or s	he offering. I tates, list the	If a person to name of the b	be listed is a roker or dea	associated ler. If more		
	ne (Last name fir	st, if individ	ual)									
Busin ess	or Residence A	ddress (Num	ber and Stree	t, City, State	e, Zip Code)	····						
Name of	Associated Brol	ker or Dealer									<u> </u>	
States in	Which Person L	isted Has So	licited or Inte	ends to Solic	it Purchasers							
(Chec	k "All States" or	check indivi	iduals States)	***************************************		,,	,	••••••••••	•••••••		□ A	Il States
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[MT]] [NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$	\$
	Equity	\$	\$
	Common Preferred		
	Convertible Securities (including warrants)	\$5,500,000.00	\$ 300,000.00
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$5,500,000.00	\$300,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchase
	Accredited investors	14	\$ 300,000.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	N/A	\$N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	•	\$
	Regulation A	_	\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$0
	Legal Fees	\boxtimes	\$ 20,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	\boxtimes	\$ 20,000.00

Purchase of real estate	total expenses famished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furaish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above. Payments to Officers, Directors & Affiliates		RING PRICE, NUMBER OF INVESTORS, EXPENSES AND	2.4.4.6.4.1.6.4.	TOCLEDO		
the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors & Affiliates Salaries and fees	the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4,b above. Payments to Officers, Directors & Affiliates Salaries and fees	total expenses furnished in response to	Part C - Question 4.a. This difference is the "adjusted gross	đ		\$ <u>5,48</u>	0,000.00
Salaries and fees	Salaries and fees S -0- S -0- Purchase of real estate S -0- S -0- Purchase, rental or leasing and installation of machinery and equipment S -0- S -0- Purchase, rental or leasing and installation of machinery and equipment S -0- S -0- Construction or leasing of plant buildings and facilities S -0- S -0- Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S -0- S -0- Repayment of indebtedness S -0- S 5.480,000.00 Working capital S -0- S 5.480,000.00 Other (specify): S -0- S 5.480,000.00 Total Payments Listed (column totals added) Total Payments Listed (column totals added) S 5.480,000.00 D. FEDERAL SIGNATURE et issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitute detraking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any neredited investor pursuant to paragraph (b)(2) of Rule 502. The of Signet (Print or Type) Date Dat	the purposes shown. If the amount for left of the estimate. The total of the pa	any purpose is not known, furnish an estimate and check the box to syments listed must equal the adjusted gross proceeds to the issuer	the			
Purchase of real estate S	Purchase of real estate SO SO Purchase, rental or leasing and installation of machinery and equipment SO SO Construction or leasing of plant buildings and facilities SO SO Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) SO			Officers,	Directors &		
Purchase, rental or leasing and installation of machinery and equipment	Purchase, rental or leasing and installation of machinery and equipment	Salaries and fees		□ s	-0-	□ s	-0-
Construction or leasing of plant buildings and facilities	Construction or leasing of plant buildings and facilities	Purchase of real estate		□ s	0-	□ s	-0-
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$\ \] \$\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Purchase, rental or leasing and installa	ntion of machinery and equipment	□ s	-0-	□ s	-0-
used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness S0 \$	used in exchange for the assets or securities of another issuer pursuant to a merger) S	Construction or leasing of plant buildi	ngs and facilities	□ s	-0-	□ s	-0-
Working capital	Working capital			☐ \$	-0-	□ s	-0-
Other (specify):	Other (specify): S	Repayment of indebtedness		□ s	-0-	\$	-0-
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE Issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes traking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff; the information furnished by the issuer to any neighbor did investor pursuant to paragraph (b)(2) of Rule 502. Total Payments Listed (column totals added) D. FEDERAL SIGNATURE Signature Commission, upon written request of its staff; the information furnished by the issuer to any neighbor did investor pursuant to paragraph (b)(2) of Rule 502. Total Payments Listed (column totals added) D. FEDERAL SIGNATURE Signature Commission, upon written request of its staff; the information furnished by the issuer to any neighbor did investor pursuant to paragraph (b)(2) of Rule 502. Total Payments Listed (column totals added) D. FEDERAL SIGNATURE Signature Commission, upon written request of its staff; the information furnished by the issuer to any neighbor did investor pursuant to paragraph (b)(2) of Rule 502. Total Payments Listed (column totals added) D. FEDERAL SIGNATURE Signature Commission and Exchange Commission	Total Payments Listed (column totals added) D. FEDERAL SIGNATURE Sessuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constituter taking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the issuer to any notice in the information furnished by the information furnished by the issuer to any notice in the information furnished by the i	Working capital		□ s	-0-	⊠ \$ <u>5,48</u>	30,000.00
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE ssuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes raking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any nodited investor pursuant to paragraph (b)(2) of Rule 502. Exer (Print or Type) Signature Signature Signature Date April 16, 2003	Total Payments Listed (column totals added) D. FEDERAL SIGNATURE ssuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitute traking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any notice in the information furnished by the information furnished by the issuer to any notice in the information furnished by the informat	Other (specify):		□ s	-0-	□ s	-0-
D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes raking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any noticed investor pursuant to paragraph (b)(2) of Rule 502. Exer (Print or Type) Signature	D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitute: raking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any number of the information furnished by the information furnished by the issuer to any number of the information furnished by the	Column Totals		□ s	-0-	⊠ \$ <u>5,48</u>	80,000.00
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taso, Inc. / War 10) bry hay / April 16, 2003	taso, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type) April 16, 2003	Total Payments Listed (column t	·			0,000.00	
	ne of Signer (Print or Type) Title of Signer (Print or Type)	issuer has duly caused this notice to be sig entaking by the issuer to furnish the U.S. S	D. FEDERAL SIGNATURE ned by the undersigned duly authorized person. If this notice is filed underutities and Exchange Commission, upon written request of its staff,	nder Rule 500	5, the following	signature co	
	Murphy Chief Financial Officer	issuer has duly caused this notice to be signataking by the issuer to furnish the U.S. Sidited investor pursuant to paragraph (b)(2) or (Print or Type)	D. FEDERAL SIGNATURE ned by the undersigned duly authorized person. If this notice is filed ur ecurities and Exchange Commission, upon written request of its staff, 1) of Rule 502.	nder Rule 505 the informat	5, the following ion furnished b	signature co y the issuer	to any nor
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